

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEBRASKA**

In re:	)	
	)	Chapter 11
	)	
SPECIALTY RETAIL SHOPS HOLDING CORP., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-80064-TLS
	)	
Debtors.	)	(Jointly Administered)
	)	

**MONTHLY FEE STATEMENT OF  
WILLKIE FARR & GALLAGHER LLP  
FOR ALLOWANCE OF AN ADMINISTRATIVE CLAIM  
FOR COMPENSATION AND REIMBURSEMENT OF  
EXPENSES INCURRED FROM MAY 1, 2019 THROUGH JUNE 11, 2019**

Name of Applicant:	Willkie Farr & Gallagher LLP
Authorized to provide professional services to:	Special Committee of Independent Directors of Specialty Retail Shops Holding Corp
Date of retention order:	January 28, 2019, <i>nunc pro tunc</i> to January 16, 2019 [Docket No. 199]
Period for which compensation and reimbursement are sought:	May 1, 2019 through June 11, 2019
Compensation sought as actual, reasonable, and necessary:	\$325,795.20 (80% of \$407,244.00)
Expense reimbursement sought as actual, reasonable, and necessary:	\$9,954.74
Type of fee statement or application:	Monthly Fee Statement <sup>2</sup>

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation, LLC (4219); Penn-Daniels, LLC (0040); Place's Associates' Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); Shopko Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors' service address is: 700 Pilgrim Way, Green Bay, Wisconsin 54304.

<sup>2</sup> Notice of this Monthly Fee Statement shall be served in accordance with the Interim Compensation Order (as defined herein) and objections to payment of the amounts described in this Monthly Fee Statement shall be addressed in accordance with the Interim Compensation Order.

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code, (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the *Order Granting Application to Employ Willkie Farr & Gallagher LLP, as Counsel to the Special Committee of the Debtors and Conflicts Counsel to the Debtors* entered January 28, 2019 [Docket No. 199] (the “Retention Order”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals, and (II) Granting Related Relief*, dated February 21, 2019 [Docket No. 473] (the “Interim Compensation Order”), and the Nebraska Rules of Bankruptcy Procedure of the United States Bankruptcy Court for the District of Nebraska (the “Local Rules”), the law firm of Willkie Farr & Gallagher LL (“WF&G”), counsel for the special committee of Specialty Retail Shops Holding Corp. and conflicts counsel to the debtors and debtors in possession (collectively, the “Debtors”), hereby submits this monthly fee statement (the “Monthly Fee Statement”) for the allowance of compensation for the reasonable and necessary legal services rendered by WF&G for the period from May 1, 2019 through June 11, 2019 (the “Fee Period”) and reimbursement of the actual and necessary expenses that WF&G incurred during the Fee Period. By this Monthly Fee Statement, WF&G seeks allowance of compensation for services rendered in the amount of 407,244.00 and payment in the amount of \$325,795.20 (which equals 80% of the compensation sought herein). WF&G also seeks allowance and reimbursement of actual and necessary expenses in the amount of \$9,954.74.

**Itemization of Services Rendered and Disbursements Incurred**

1. In support of this Monthly Fee Statement, WF&G has attached the following:
  - **Exhibit A** is a summary of the prior fee statements and applications submitted by WF&G and the amounts allowed by the Court in connection with these chapter 11 cases.

- **Exhibit B** is a summary of the number of hours expended and fees incurred (on an aggregate basis) by WF&G partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories that WF&G established in accordance with its internal billing procedures. WF&G incurred \$407,244.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, WF&G seeks reimbursement for 80% of such fees (\$325,795.20 in the aggregate).
- **Exhibit C** is a summary providing certain information regarding the WF&G attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. WF&G's attorneys and paraprofessionals expended a total of 416.3 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit D** is a summary of the expenses incurred by WF&G during the Fee Period that sets forth the total amount of reimbursement sought with respect to each type of expense for which WF&G is seeking reimbursement in this Monthly Fee Statement. These disbursements comprise the requested sum for WF&G's out-of-pocket expenses.
- **Exhibit E** is a true and correct copy of WF&G's invoice for the Fee Period, which reflects the fees and expenses sought in this Monthly Fee Statement.

### **Representations**

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. WF&G reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee statements and applications will be filed in accordance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and Interim Compensation Order.

**Notice**

3. The Debtors have provided notice of this Monthly Fee Statement in accordance with the Interim Compensation Order. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, WF&G respectfully requests that an allowance be made to W&FG for 100% of its fees of \$407,244.00 and 100% of its expenses of \$9,954.74 incurred during the Fee Period. WF&G also respectfully requests payment by the Debtors of \$335,749.94 representing the sum of 80% of its fees requested herein plus 100% of the expense reimbursement requested herein.

Dated: July 1, 2019  
New York, New York

/s/ Brian S. Lennon

Brian S. Lennon (admitted *pro hac vice*)

Matthew A. Feldman

Todd G. Cosenza (admitted *pro hac vice*)

**WILLKIE FARR & GALLAGHER LLP**

787 Seventh Avenue

New York, New York 10019

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Email: blennon@willkie.com

*Counsel to the Special Committee of  
Independent Directors of the Debtors*

**EXHIBIT A**

**Prior Fee Statements, Applications, and Allowances**

			Requested		Approved and/or Paid	
	Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
1	3/5/19	1/16/19 – 1/31/19	\$348,049.50	\$5,406.73	\$278,439.60	\$5,406.73
2	4/1/19	2/1/19 – 2/28/19	\$600,595.50	\$6,893.29	\$480,476.40	\$6,893.29
3	4/29/19	3/1/19 – 3/31/19	\$665,407.50	\$16,428.66	\$532,326.00	\$16,428.66
4	6/17/19	4/1/19 – 4/30/19	\$939,696.50	\$10,005.83		
	<b>TOTALS:</b>		<b>\$2,553,749.00</b>	<b>\$38,734.51</b>	<b>\$1,291,242.00</b>	<b>\$28,728.68</b>

**EXHIBIT B**

**Statement of Fees by Subject Matter during the Fee Period**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
1	General Chapter 11	216.1	\$215,962.50
2	Investigation	165.1	\$158,586.50
3	Negotiations	0.0	\$0.00
4	Fee Statements and Applications	16.0	\$10,670.00
5	Retention Matters	0.0	\$0.00
6	Retention and Fee Application Objections	0.0	\$0.00
7	Non-Working Travel (billed at 50%)	19.1	\$22,025.00
<b>Totals</b>		<b>416.3</b>	<b>\$407,244.00</b>

**EXHIBIT C**

**Professionals Rendering Services during the Fee Period**

The WF&G attorneys who rendered professional services in these cases during the Fee Period include:

<b>Attorney</b>	<b>Position</b>	<b>Year Admitted</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Todd G. Cosenza	Partner	1999	Litigation	\$1,350	62.4	\$84,240.00
Claire James	Partner	2011	Corporate & Financial Services	\$1,100	11.4	\$12,540.00
Brian S. Lennon	Partner	2004	Business Reorganization & Restructuring	\$1,350	86.8	\$117,180.00
Jeffrey B. Clancy	Counsel	2001	Corporate & Financial Services	\$1,070	1.4	\$1,498.00
Ian K. Hochman	Counsel	2000	Litigation	\$1,070	0.2	\$214.00
Gabrielle Antonello	Associate	2017	Litigation	\$830	14.4	\$11,952.00
Hye-Kyung (Monica) Chang	Discovery Attorney	2008	Litigation	\$490	7.8	\$3,822.00
Michaela Connolly	Associate	2019	Litigation	\$550	21.7	\$11,935.00
Syed S. Haq	Associate	2016	Business Reorganization & Restructuring	\$890	66.5	\$59,185.00
Erin Ryan	Associate	2019	Business Reorganization & Restructuring	\$550	38.3	\$21,065.00
Rebecca Wainstein	Associate	2014 (Ontario)	Corporate & Financial Services	\$950	44.6	\$42,370.00
Jonathan D. Waisnor	Associate	2013	Litigation	\$1,025	28.6	\$29,315.00
Romane Paul	Law Clerk	N/A	Litigation	\$410	1.2	\$492.00
Gabrielle Young	Law Clerk	N/A	Corporate & Financial Services	\$410	18.5	\$7,585.00
<b>Totals</b>					<b>403.8</b>	<b>\$403,393.00</b>

The WF&G paraprofessionals who rendered professionals services in these cases during the Fee Period include:

<b>Paraprofessional</b>	<b>Position</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Alison Ambeault	Practice Support Manager	Business Reorganization & Restructuring and Litigation	\$410	2.6	\$1,066.00
Eric Barch	Paralegal	Business Reorganization & Restructuring	\$250	6.1	\$1,525.00
Rebecca Cordy	Senior Paralegal	Business Reorganization & Restructuring	\$260	0.6	\$156.00
Joy M. Watson	Asst. Manager	Litigation Support Services	\$345	3.2	\$1,104.00
<b>Totals</b>				<b>12.5</b>	<b>\$3,851.00</b>
<b>Total All Professionals</b>				<b>416.3</b>	<b>\$407,244.00</b>



**EXHIBIT D**

**Summary of Expenses Incurred during the Fee Period**

<b>Service Description</b>	<b>Amount</b>
Postage / Messenger / Overnight Delivery	\$44.93
Local Transportation	\$823.53
Teleconferencing	\$69.11
Local Meals	\$45.31
Other Out of Town Travel	\$176.46
Lodging	\$1,388.91
Airfare / Train	\$7,144.00
Reproduction	\$212.49
Data Acquisition (includes Legal Research)	\$50.00
<b>Total</b>	<b>\$9,954.74</b>

**EXHIBIT E**

**Invoice for the Fee Period**

[See Attached]

**MATTER TIME DETAIL**

Run Date &amp; Time: 6/28/2019 11:40:23AM

Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Matter: 00001 GENERAL CHAPTER 11

Currency: USD

Worked 05/01/2019 Thru 06/10/2019

Billing Partner: LENNON B

Matter Type: BANKRUPTCY

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	For Acct Only
									Index
17427	CONNOLLY M	ASSOCIATE	05/01/2019			revise Ducera declaration (1.6).	1.6	880.00	21303706
18027	HAQ S S	ASSOCIATE	05/01/2019			Correspondence w/ T. Bayer re: TSA agreement (.3); review and revise statement in response to motion to compel (3.6); correspondence w/ clients, K&E re: same (1.2); attend motion to compel discovery hearing (1.0); review and revise derivative standing motion (1.8); review and revise settlement agreement (2.1); correspondence w/ B. Lennon re: same (.4).	10.3	9,167.00	21409686
18152	JAMES C	PARTNER	05/01/2019			TSA review (.6); consider closing related items (.4); checklist review (.8).	1.8	1,980.00	21402396
17450	RYAN E	ASSOCIATE	05/01/2019			Review and revise Special Committee meeting minutes (.4); objection to UCC Standing Motion (1.6); statement in Response to Motion to Compel (.9); motion to Shorten (.3).	3.2	1,760.00	21320620
17912	WAINSTEIN R E	ASSOCIATE	05/01/2019			Corr. with various parties re: sale (.7); revise documents (.8); draft closing checklist (.4).	1.9	1,805.00	21323410
18152	JAMES C	PARTNER	05/02/2019			Corr. w/ Gibson, K&E closing items.	0.9	990.00	21402405
17450	RYAN E	ASSOCIATE	05/02/2019			Draft section on investigation details and facts for standing motion objection.	5.2	2,860.00	21320730
17912	WAINSTEIN R E	ASSOCIATE	05/02/2019			Corr. w/ C. James regarding checklist (.4); coordinate matters with Kirkland and closing (.4); corr. with client re: same (.2).	1.0	950.00	21323400
18152	JAMES C	PARTNER	05/03/2019			Attention to closing related items.	1.2	1,320.00	21402025
17912	WAINSTEIN R E	ASSOCIATE	05/03/2019			Revise closing checklist (.3); corresponding with internal team and with Gibson re: same (.1).	0.4	380.00	21323494
10763	HOCHMAN I K	COUNSEL	05/06/2019			Review and consider data export request from J. Watson.	0.2	214.00	21418024
18152	JAMES C	PARTNER	05/06/2019			Work on closing.	0.8	880.00	21417340
17912	WAINSTEIN R E	ASSOCIATE	05/06/2019			Attend call with Gibson regarding closing matters (.6); corr. internally and with Kirkland re: same (.5); research precedent on closing matters (.9).	2.0	1,900.00	21332174
17463	YOUNG G	LAW CLERK	05/06/2019			Call with other side re closing checklist (.6); draft officer's certificate (1.0).	1.6	656.00	21320630
18152	JAMES C	PARTNER	05/07/2019			Correspondence w/ K&E. Gibson re: closing.	0.5	550.00	21417336

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Worked 05/01/2019 Thru 06/10/2019

Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00001 GENERAL CHAPTER 11

Matter Type: BANKRUPTCY

Currency: USD

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	For Acct Only
									Index
17912	WAINSTEIN R E	ASSOCIATE	05/07/2019			Attend call with Gibson regarding closing matters (.6); corr. internally and with Kirkland re: same (.5); research precedent on closing matters (.9).	2.6	2,470.00	21332178
17463	YOUNG G	LAW CLERK	05/07/2019			Prepare bring down certificate for APA.	1.2	492.00	21327819
17912	WAINSTEIN R E	ASSOCIATE	05/08/2019			Discuss signature packages with G. Young.	1.1	1,045.00	21332013
17463	YOUNG G	LAW CLERK	05/08/2019			Discuss signature packet w/ R. Wainstein (1.1); follow up re: same (.2).	1.3	533.00	21327838
18027	HAQ S S	ASSOCIATE	05/09/2019			Review and revise chapter 11 plan (1.0); corr. w/ K&E re: same (.2).	1.2	1,068.00	21409591
18152	JAMES C	PARTNER	05/09/2019			Review closing docs.	0.8	880.00	21417341
17912	WAINSTEIN R E	ASSOCIATE	05/09/2019			Draft closing documents (5.6); attend calls with Kirkland, Gibson and Company re: closing (.8); attending all party calls (.7).	7.1	6,745.00	21354398
17463	YOUNG G	LAW CLERK	05/09/2019			Prepare signature packets (.3); attend all hands call re: closing (.7).	1.0	410.00	21330857
18152	JAMES C	PARTNER	05/10/2019			Corr. w/ Gibson, K&E re: closing matters.	0.5	550.00	21417288
17912	WAINSTEIN R E	ASSOCIATE	05/10/2019			Attend to pre-closing matters (1.6); draft closing documents (2.8); corresponding with Kirkland and with Gibson re: closing (.7); revising signature packages (.2).	5.3	5,035.00	21337842
17463	YOUNG G	LAW CLERK	05/10/2019			Draft closing checklist.	2.5	1,025.00	21333826
17585	LENNON B	PARTNER	05/11/2019			Correspondence w/ clients re: Monarch settlement.	0.2	270.00	21409120
17912	WAINSTEIN R E	ASSOCIATE	05/11/2019			Corr. w/ K&E, Gibson, Willkie re: closing.	0.7	665.00	21341603
18027	HAQ S S	ASSOCIATE	05/13/2019			Correspondence w/ K&E, Gibson re: optical sale and wire instructions.	0.5	445.00	21409659
18152	JAMES C	PARTNER	05/13/2019			Review closing documents.	1.9	2,090.00	21419289
17912	WAINSTEIN R E	ASSOCIATE	05/13/2019			Corr. with Gibson regarding signing matters and closing date.	1.1	1,045.00	21341876
18027	HAQ S S	ASSOCIATE	05/14/2019			Correspondence w/ B. Lennon, K&E re: revised plan (.5); corr. w/ K&E re: deposit accounts (.6).	1.1	979.00	21409504
18152	JAMES C	PARTNER	05/14/2019			Address closing items.	1.0	1,100.00	21419207

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Billing Partner: LENNON B

Matter Type: BANKRUPTCY

Matter Type: BANKRUPTCY

Matter Type: BANKRUPTCY

Currency: USD

									For Acct Only
Id	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	Index
17912	WAINSTEIN R E	ASSOCIATE	05/14/2019			Attend all hand calls regarding pre-closing (1.4); discussing matters with C. James (.6); draft and revise closing documents (2.6); corr. with client re: status (.2); corr. with various parties re: closing (.3).	5.1	4,845.00	21350769
17463	YOUNG G	LAW CLERK	05/14/2019			Prepare signature pages (.4); turn comments on direction to purchaser doc (.2); call with client and other side re: closing items (1.4).	2.0	820.00	21343407
18152	JAMES C	PARTNER	05/15/2019			Work on closing docs.	1.5	1,650.00	21419244
17912	WAINSTEIN R E	ASSOCIATE	05/15/2019			Work on closing matters.	10.6	10,070.00	21350869
17463	YOUNG G	LAW CLERK	05/15/2019			Compile sig pages (.3); update closing checklist (.4); revise closing documents (4.1).	4.8	1,968.00	21345599
18152	JAMES C	PARTNER	05/16/2019			Corr. w/ Gibson, K&E re: closing.	0.5	550.00	21419277
17912	WAINSTEIN R E	ASSOCIATE	05/16/2019			Attending to closing.	1.9	1,805.00	21350843
17463	YOUNG G	LAW CLERK	05/16/2019			Revise closing docs.	3.5	1,435.00	21349881
17585	LENNON B	PARTNER	05/17/2019			Review correspondence with UCC and Sun re revisions to plan (.4); telephone conference with S. Winograd re status (.3).	0.7	945.00	21408801
17912	WAINSTEIN R E	ASSOCIATE	05/20/2019			Attending to post-closing matters.	3.8	3,610.00	21383441
17463	YOUNG G	LAW CLERK	05/20/2019			Compile closing docs.	0.6	246.00	21358562
17427	CONNOLLY M	ASSOCIATE	05/21/2019			Corr. w/ S. Haq re: declaration in support of confirmation.	0.1	55.00	21359326
15445	COSENZA T G	PARTNER	05/21/2019			corr. w/ T. Bayer re: draft plan and settlement papers (.3); review of same (.2).	0.5	675.00	21361190
18027	HAQ S S	ASSOCIATE	05/21/2019			Corr. w/ B. Lennon re: revised plan and notice documents (.4); corr. w/ client re: declaration in support of plan (.5).	0.9	801.00	21409653
17585	LENNON B	PARTNER	05/21/2019			Review revised plan and disclosure statement (.5); corr. with S. Haq re: same (.4).	0.9	1,215.00	21408919
17450	RYAN E	ASSOCIATE	05/21/2019			Drafted Verost declaration in support of plan confirmation.	1.5	825.00	21393339
18027	HAQ S S	ASSOCIATE	05/22/2019			Review and revise declaration in support of the plan (2.0); corr. w/ client re: same (.2).	2.2	1,958.00	21409552
17585	LENNON B	PARTNER	05/22/2019			Telephone conference with C. Wolfe re: status.	0.2	270.00	21408998
17450	RYAN E	ASSOCIATE	05/22/2019			Revise Verost declaration in support of plan confirmation.	0.5	275.00	21393287
13086	AMBEAULT A	LEGAL ASSISTANT	05/23/2019			Prepare materials for confirmation hearing.	1.3	533.00	21411231

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Worked 05/01/2019 Thru 06/10/2019

Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00001 GENERAL CHAPTER 11

Matter Type: BANKRUPTCY

Currency: USD

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	For Acct Only
									Index
17896	BARCH E	LEGAL ASSISTANT	05/23/2019			Compile plan confirmation objections for J. Waisnor.	0.5	125.00	21366195
16341	CORDY R	LEGAL ASSISTANT	05/23/2019			Prepare and file declaration in support of plan confirmation.	0.6	156.00	21367286
15445	COSENZA T G	PARTNER	05/23/2019			Discussion with B. Lennon on status (.2); corr. w/ Kirkland re: witness list and issues relating to 5/28 hearing (.5); review of pleadings and Verost declaration (.6).	1.3	1,755.00	21367176
18027	HAQ S S	ASSOCIATE	05/23/2019			Review and revise plan confirmation declarations (1.4); corr. w/ client, K&E, B. Lennon re: same (1.0); prepare filing version (.5)	2.9	2,581.00	21409676
17585	LENNON B	PARTNER	05/23/2019			Review and revise Verost declaration (.6); correspondence with team re same (.4).	1.0	1,350.00	21408902
16388	WAISNOR J D	ASSOCIATE	05/23/2019			Review objections to Plan confirmation (0.3); discussion with J. Lula, S. Haq, and B. Lennon regarding hearing (0.3).	0.6	615.00	21407067
16591	ANTONELLO G	ASSOCIATE	05/24/2019			Call with J. Waisnor re: confirmation hearing (.3); draft direct exam outline for A. Verost (3.3).	3.6	2,988.00	21412405
17896	BARCH E	LEGAL ASSISTANT	05/24/2019			Compile additional Objections to Confirmation of Plan for J. Waisnor.	0.2	50.00	21369446
15445	COSENZA T G	PARTNER	05/24/2019			Corr. w/ B. Lennon, J. Waisnor re: status of objections (.6); review of McKesson and Florida plaintiff objections (1.2); corr. with J. Waisnor on Verost direct (.4).	2.2	2,970.00	21381694
18027	HAQ S S	ASSOCIATE	05/24/2019			Correspondences with K&E re McKesson objection (.7); correspondence with internal group re same (.3).	1.0	890.00	21409514
17585	LENNON B	PARTNER	05/24/2019			Telephone conference with Special Committee and Kirkland re case update (.5); correspondence with litigation team re preparation for confirmation (.6).	1.1	1,485.00	21408976
16388	WAISNOR J D	ASSOCIATE	05/24/2019			Review objections to plan confirmation (0.5); various discussions with team members regarding same (0.8); call with K+E regarding objections (0.5).	1.8	1,845.00	21407046

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Matter Type: BANKRUPTCY

Currency: USD

Currency: USD

									For Acct Only
Id	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	Index
15445	COSENZA T G	PARTNER	05/25/2019			Prepare for call with team and K&E on hearing (.4); call with K&E and WFG on strategy (.4); follow up with J. Waisnor on various tasks for hearing (.3); review and revise A. Verost direct (2.2); review of settlement agreements and Ducera report for same (.6); corr. w/ WFG, K&E status of McKesson issues and other objectors (.4).	4.3	5,805.00	21381787
17585	LENNON B	PARTNER	05/25/2019			Telephone conference re McKesson objection with Kirkland litigation team.	0.5	675.00	21408851
16388	WAISNOR J D	ASSOCIATE	05/25/2019			Draft direct examination outline of A. Verost.	3.2	3,280.00	21406727
15445	COSENZA T G	PARTNER	05/26/2019			Follow up on status of hearing (.3), corr. with J. Waisnor on hearing logistics, exhibits and direct (.4).	0.7	945.00	21381571
17585	LENNON B	PARTNER	05/26/2019			Correspondence with litigators re testimony outlines for confirmation.	0.5	675.00	21408758
16388	WAISNOR J D	ASSOCIATE	05/26/2019			Revise A. Verost direct examination (2.8); correspondence with K&E regarding trial exhibits (.3).	3.1	3,177.50	21407158
15445	COSENZA T G	PARTNER	05/27/2019			Prepare for hearing (1.1); meeting with B. Lennon to discuss strategy and status (.4); review relevant pleadings and exhibits in preparation for hearing (4.4).	5.9	7,965.00	21381535
17585	LENNON B	PARTNER	05/27/2019			Prepare for confirmation hearing.	1.3	1,755.00	21408864
16388	WAISNOR J D	ASSOCIATE	05/27/2019			Revise Verost direct examination outline.	0.4	410.00	21407164
15445	COSENZA T G	PARTNER	05/28/2019			Prepare A. Verost for direct examinations (1.4); meeting with K&E pre-hearing to discuss strategy (.6); attend hearing on confirmation (5.6); follow up with team and B. Lennon to discuss strategy and next steps (.6.); corr. w/ B. Lennon re: recent McKesson litigation (.3).	8.5	11,475.00	21381543
18027	HAQ S S	ASSOCIATE	05/28/2019			Prepare for (.6); telephonically attend confirmation hearing (4.5); review various board materials for claims issues (1.7).	6.8	6,052.00	21409514

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Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00001 GENERAL CHAPTER 11

Matter Type: BANKRUPTCY

Currency: USD

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	For Acct Only
									Index
17585	LENNON B	PARTNER	05/28/2019			Prepare for confirmation hearing (1.2); attend confirmation hearing (4.5); follow up conference with Kirkland, BRG and Willkie to determine next steps (1.2); telephone conference with M. Meghji and S. Winograd re: confirmation hearing (.5); analyze next steps (1.7).	9.1	12,285.00	21408856
16388	WAISNOR J D	ASSOCIATE	05/28/2019			Meeting with A. Verost regarding direct examination (1.0); meeting with K&E to discuss hearing (.5); attend plan confirmation hearing (4.5); prepare for same (.8).	6.8	6,970.00	21407165
18027	HAQ S S	ASSOCIATE	05/29/2019			Prepare for (.7); telephonically attend confirmation hearing (1.3).	2.0	1,780.00	21409486
17585	LENNON B	PARTNER	05/29/2019			Prepare for confirmation hearing (3.3); attend confirmation hearing (1.3); follow up conference with Kirkland (1.2); follow up conference with S. Winograd and M. Meghji (.5); follow up conference with B. Duffy (.2).	6.5	8,775.00	21408761
17450	RYAN E	ASSOCIATE	05/29/2019			Review court docket for filed pleadings for S. Haq.	0.2	110.00	21393295
15445	COSENZA T G	PARTNER	05/30/2019			Call with M. Feldman and B. Lennon on strategy (.4); follow up on research regarding releases for directors (.8); participate in Board meeting (.9); corr. with J. Waisnor and G. Antonello on research issues (.3).	2.4	3,240.00	21387966
17585	LENNON B	PARTNER	05/30/2019			Analyze issues related to confirmation (2.1); telephone conferences w/ S. Serajedinni re: same (.3); prepare for and participate in board call (1.0)	3.4	4,590.00	21409094
16388	WAISNOR J D	ASSOCIATE	05/30/2019			Conversations with G. Antonello and T. Cosenza regarding research i/c/w revised plan.	0.5	512.50	21410754
16915	CLANCY J B	COUNSEL	05/31/2019			Call with S. Haq Re: insurance.	0.2	214.00	21400386
15445	COSENZA T G	PARTNER	05/31/2019			Corr. w/ K&E re: status of plan issues and resolution (.4); corr. from B. Lennon on ShopKo filing and release changes (.4).	0.8	1,080.00	21397761
18027	HAQ S S	ASSOCIATE	05/31/2019			Prepare for (.2); attend conference calls re: revised plan (.8); review revised plan (.9); corr. w/ J. Clancy with insurance re: plan issues (.2); review insurance research (1.1); corr. w/ K&E re: confirmation (.4).	3.6	3,204.00	21409666



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Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00001 GENERAL CHAPTER 11

Matter Type: BANKRUPTCY

Currency: USD

Currency: USD

									For Acct Only
Id	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	Index
17585	LENNON B	PARTNER	05/31/2019			Telephone conferences with Kirkland, lenders, and UCC re status of case (.8); telephone conference with McKesson re status (.3); review revised plan (.5); telephone conference with S. Serajedinni re: same (.4); corr. w/ S. Haq re: same (.3); corr. with S. Winograd re: same (.4); corr. with Willkie team re: removal of indemnification provision (.3); analyze issues re: same (.4).	3.4	4,590.00	21409154
16388	WAISNOR J D	ASSOCIATE	05/31/2019			Review G. Antonello's research into director liability.	0.1	102.50	21410641
15445	COSENZA T G	PARTNER	06/01/2019			Prepare for call with team with review of filings (.3); call with team to discuss strategy and next steps (.5).	0.8	1,080.00	21397895
18027	HAQ S S	ASSOCIATE	06/01/2019			Conference call w/ Willkie team re: third amended plan (.7); draft letter re same (2.7).	3.4	3,026.00	21454858
17585	LENNON B	PARTNER	06/01/2019			Telephone conferences with Willkie team re modifications to release provisions (.7); telephone conference with K&E team re same (.5).	1.2	1,620.00	21485603
16388	WAISNOR J D	ASSOCIATE	06/01/2019			Corr. with team regarding filing of amended plan.	0.4	410.00	21457453
17585	LENNON B	PARTNER	06/02/2019			Correspondence with Special Committee re plan modifications.	0.2	270.00	21485637
16915	CLANCY J B	COUNSEL	06/03/2019			Review of bankruptcy filings (.9); discuss same with S. Had and B. Lennon (.3).	1.2	1,284.00	21452014
15445	COSENZA T G	PARTNER	06/03/2019			Emails on plan issues (.3); call with B. Lennon on status of discussions with K&E and clients and follow up on strategy (.4).	0.7	945.00	21422794
17585	LENNON B	PARTNER	06/03/2019			Telephone conference with M. Feldman re plan modifications (.2); telephone conference with M. Meghji re same (.2); telephone conference with S. Winograd re same (.6); participate in board call (.5); correspond with S. Serajedinni re next steps (.2); telephone conference with J. Clancy re D&O coverage (.3).	2.0	2,700.00	21485664
15445	COSENZA T G	PARTNER	06/05/2019			Corr. w/ K&E, B. Lennon re: status of plan confirmation.	0.4	540.00	21425405
17585	LENNON B	PARTNER	06/05/2019			Telephone conference with K&E re confirmation objections (.2); telephone conference with R. Feinstein re McKesson (.2).	0.4	540.00	21485605

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ID	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	Index
15445	COSENZA T G	PARTNER	06/06/2019			corr. w/ B. Lennon re: plan hearing (.3); call with B. Lennon on same and strategy (.3); follow up on McKesson filings and revised plan (.8).	1.4	1,890.00	21429887
17585	LENNON B	PARTNER	06/06/2019			Review McKesson objection to confirmation (.8); telephone conference with S. Serajedinni re: same (.4); Prepare for confirmation hearing (.5).	1.7	2,295.00	21485607
15445	COSENZA T G	PARTNER	06/07/2019			Review filings (.3); hearing on plan confirmation (.7); corr. with B. Lennon and clients on next steps (.3).	1.3	1,755.00	21429892
17585	LENNON B	PARTNER	06/07/2019			Prepare for (1.5); and attend confirmation hearing (.6).	2.1	2,835.00	21485588
17450	RYAN E	ASSOCIATE	06/07/2019			Meeting with K&E team (.5); attend plan confirmation hearing (.6).	1.1	605.00	21457782
						TOTAL 126133.00001	216.1	215,962.50	
						TOTAL	216.1	215,962.50	

**MATTER COST DETAIL**

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Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

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Billing Partner: LENNON B

Matter Type: BANKRUPTCY

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		For Accounting Only						
Cost Category	Code	Tran Date	Vendor Name / Incurred By Transaction Detail	Cost Amount	Batch Date	Batch Id	Index	
Reproduction	5050	05/01/2019	WAINSTEIN	21.06	05/22/2019	385506	12830726	
			Reproduction					
		05/15/2019	BARCH	191.43	05/22/2019	385509	12831386	
			Reproduction					
			<b>TOTAL 5050</b>	<b>212.49</b>				
Bloomberg	5069	05/23/2019	BARCH	50.00	06/13/2019	386653	12848965	
			Bloomberg					
			<b>TOTAL 5069</b>	<b>50.00</b>				
Taxi, Car Service, &	6020	05/06/2019	Erin Ryan RYAN	19.56	05/08/2019	384930	12821832	
			Taxi, Car Service, & Parking - Erin Ryan					
		05/14/2019	Brian Lennon LENNON	121.35	05/23/2019	385596	12832165	
			Taxi, Car Service, & Parking - Brian Lennon					
		05/15/2019	Brian Lennon LENNON	107.00	05/23/2019	385596	12832167	
			Taxi, Car Service, & Parking - Brian Lennon					
		05/15/2019	Vital Transportation, In YOUNG	68.36	06/10/2019	386534	12847676	
			Taxi, Car Service, & Parking					
		05/27/2019	Vital Transportation, In LENNON	81.49	06/19/2019	386944	12854907	
			Taxi, Car Service, & Parking					
		05/27/2019	Jonathan D. Waisnor WAISNOR	18.77	06/21/2019	387073	12857922	
			Taxi, Car Service, & Parking - Jonathan D. Waisnor-Shapro Hearing					
		05/29/2019	Vital Transportation, In COSENZA	64.25	06/19/2019	386944	12854905	
			Taxi, Car Service, & Parking					
		05/29/2019	Vital Transportation, In WAISNOR	86.25	06/19/2019	386944	12854908	
			Taxi, Car Service, & Parking					
		06/06/2019	Vital Transportation, In LENNON	81.49	06/27/2019	387388	12863597	
			Taxi, Car Service, & Parking					
		06/06/2019	Erin Ryan RYAN	34.21	06/24/2019	387130	12858554	
			Taxi, Car Service, & Parking - Erin Ryan					
		06/07/2019	Brian Lennon LENNON	69.61	06/24/2019	387138	12858625	
			Taxi, Car Service, & Parking - Brian Lennon					
		06/07/2019	Erin Ryan RYAN	51.44	06/24/2019	387130	12858555	
			Taxi, Car Service, & Parking - Erin Ryan					
			<b>TOTAL 6020</b>	<b>803.78</b>				
Out of Town Taxi	6021	05/27/2019	Todd Cosenza COSENZA	51.86	06/04/2019	386197	12842555	
			Out of Town Taxi - Todd Cosenza					
		05/27/2019	Jonathan D. Waisnor WAISNOR	13.45	06/21/2019	387073	12857924	
			Out of Town Taxi - Jonathan D. Waisnor-Shapro Hearing					
		05/28/2019	Jonathan D. Waisnor WAISNOR	8.63	06/21/2019	387073	12857926	
			Out of Town Taxi - Jonathan D. Waisnor-Shapro Hearing					
		05/29/2019	Todd Cosenza COSENZA	11.78	06/04/2019	386197	12842556	
			Out of Town Taxi - Todd Cosenza					

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Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00001 GENERAL CHAPTER 11

Matter Type: BANKRUPTCY

Currency: USD

## For Accounting Only

Cost Category	Code	Tran Date	Vendor Name / Transaction Detail	Incurred By	Cost Amount	Batch Date	Batch Id	Index
Out of Town Taxi	6021	06/07/2019	Brian Lennon	LENNON	11.34	06/24/2019	387138	12858626
			Out of Town Taxi - Brian Lennon					
		06/07/2019	Erin Ryan	RYAN	8.34	06/24/2019	387130	12858556
			Out of Town Taxi - Erin Ryan					
			<b>TOTAL 6021</b>		<b>105.40</b>			
Teleconferencing	6030	05/01/2019	Soundpath Conferencing S	LENNON	13.44	06/04/2019	386234	12844654
			Teleconferencing					
		05/09/2019	Soundpath Conferencing S	WAINSTEIN	23.77	06/04/2019	386234	12844653
			Teleconferencing					
		05/27/2019	Todd Cosenza	COSENZA	15.95	06/04/2019	386197	12842557
			Teleconferencing - Todd Cosenza					
		05/29/2019	Todd Cosenza	COSENZA	15.95	06/04/2019	386197	12842556
			Teleconferencing - Todd Cosenza					
			<b>TOTAL 6030</b>		<b>69.11</b>			
Local Meals	6040	05/15/2019	Erin Ryan	RYAN	20.00	06/20/2019	387018	12857296
			Local Meals - Erin Ryan					
		06/06/2019	Brian Lennon	LENNON	17.76	06/24/2019	387138	12858624
			Local Meals - Brian Lennon					
		06/06/2019	Erin Ryan	RYAN	7.55	06/24/2019	387130	12858553
			Local Meals - Erin Ryan					
			<b>TOTAL 6040</b>		<b>45.31</b>			
Out of Town Meals	6041	05/29/2019	Todd Cosenza	COSENZA	11.47	06/04/2019	386197	12842553
			Out of Town Meals - Todd Cosenza					
		06/06/2019	Erin Ryan	RYAN	59.59	06/24/2019	387130	12858556
			Out of Town Meals - Erin Ryan					
			<b>TOTAL 6041</b>		<b>71.06</b>			
Lodging	6042	05/27/2019	Todd Cosenza	COSENZA	200.64	06/04/2019	386197	12842554
			Lodging - Todd Cosenza					
		05/27/2019	Jonathan D. Waisnor	WAISNOR	224.38	06/21/2019	387073	12857923
			Lodging - Jonathan D. Waisnor -Shapro Hearing					
		05/28/2019	Brian Lennon	LENNON	242.72	06/04/2019	386197	12842615
			Lodging - Brian Lennon					
		05/28/2019	Brian Lennon	LENNON	8.20	06/04/2019	386197	12842617
			Lodging - Brian Lennon					
		05/28/2019	Jonathan D. Waisnor	WAISNOR	224.38	06/21/2019	387073	12857925
			Lodging - Jonathan D. Waisnor -Shapro Hearing					
		05/29/2019	Brian Lennon	LENNON	276.08	06/04/2019	386197	12842616
			Lodging - Brian Lennon					
		06/06/2019	Erin Ryan	RYAN	212.51	06/24/2019	387130	12858557
			Lodging - Erin Ryan					
			<b>TOTAL 6042</b>		<b>1,388.91</b>			
Airplane/Train	6043	05/24/2019	Chase Card Services	COSENZA	1,456.60	05/30/2019	385895	12837975
			Airplane/Train					
		05/25/2019	Jonathan D. Waisnor	WAISNOR	695.30	06/21/2019	387073	12857927

## MATTER COST DETAIL

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Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00001 GENERAL CHAPTER 11

Matter Type: BANKRUPTCY

Currency: USD

## For Accounting Only

Cost Category	Code	Tran Date	Vendor Name / Transaction Detail	Cost Amount	Batch Date	Batch Id	Index
			Airplane/Train - Jonathan D. Waisnor -Shapro Hearing				
		05/27/2019	Chase Card Services LENNON Airplane/Train	1,456.60	05/30/2019	385895	12837976
		05/29/2019	Chase Card Services WAISNOR Airplane/Train	817.30	06/18/2019	386849	12852768
		06/06/2019	Chase Card Services LENNON Airplane/Train	1,456.60	06/26/2019	387295	12861079
		06/06/2019	Chase Card Services RYAN Airplane/Train	1,186.60	06/26/2019	387295	12861080
		06/07/2019	Erin Ryan RYAN Airplane/Train - Erin Ryan	75.00	06/24/2019	387130	12858559
			TOTAL 6043	7,144.00			
			TOTAL MATTER	9,890.06			

**MATTER TIME DETAIL**

Run Date &amp; Time: 6/28/2019 11:40:23AM

Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Matter: 00002 INVESTIGATION

Currency: USD

Worked 05/01/2019 Thru 06/10/2019

Billing Partner: LENNON B

Matter Type: BANKRUPTCY

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Hours	Agreed Rates Amount	For Acct Only
									Index
13086	AMBEAULT A	LEGAL ASSISTANT	05/01/2019			Prepare, file and serve statement i/c/w UCC Motion to Compel (.3); corr. w/ S. Haq re: same (.2).	0.5	205.00	21343203
16591	ANTONELLO G	ASSOCIATE	05/01/2019			Calls with J. Waisnor, R. Paul, and M. Connolly re: case status and next steps.	0.7	581.00	21328387
16238	CHANG H K	ASSOCIATE	05/01/2019			Teleconference with J. Waisnor and associate case team regarding case status and expected document productions (.4); corr. with LTS regarding collection of Willkie custodian data (.1); call with R. Paul regarding privilege production screening terms (.2); review and revise prospective production screening terms set (.8); preparation of preproduction set searches (.8); corr. with J. Waisnor regarding initial terms and preproduction set counts (.1); revision of production screening terms and transmission to vendor for report generation (.5).	2.9	1,421.00	21314371
17427	CONNOLLY M	ASSOCIATE	05/01/2019			Follow-up Shopko call on work streams and production (.5); Shopko call with J. Waisnor, G. Antonello, R. Paul (.4); revise Shopko log of calls and meetings (.8).	1.7	935.00	21489325
15445	COSENZA T G	PARTNER	05/01/2019			Corr. on settlement issues with Sun (.4); various calls and emails with team on same (.3); prepare for court conference on motion to compel (.6); review and revise Special Committee submission on settlement (.7); attend court conference (.3); follow up with team on producing documents to UCC (.7); follow up with B. Lennon on UCC issues (.3); review of draft Sun settlement agreement (.3); follow up communications with client on APA and settlement issues (.4).	3.6	4,860.00	21315585
17585	LENNON B	PARTNER	05/01/2019			Analyze issues re: settlement (6.2); telephone conferences and correspondence w/ Company, K&E re: same (1.8).	8.0	10,800.00	21320314
17446	PAUL R	LAW CLERK	05/01/2019			Team meeting to discuss updates and actionable next steps (.4); prepare for same (.3); draft list of search terms for privilege review (.5).	1.2	492.00	21489345

## MATTER TIME DETAIL

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Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00002 INVESTIGATION

Matter Type: BANKRUPTCY

Currency: USD

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Hours	Agreed Rates Amount	For Acct Only
									Index
16388	WAISNOR J D	ASSOCIATE	05/01/2019			Corr. with team to discuss 9019 motion and case update (.8); review draft 9019 motion (.3); coordinate production of documents to UCC (.4); motion to compel conference with court (.6); discussion with Ducera regarding 9019 and Ducera report (.3); discussion with J. Lula regarding productions to UCC (.2).	2.6	2,665.00	21320596
16238	CHANG H K	ASSOCIATE	05/02/2019			Review search term reports for privilege terms (.1); update preproduction searches and review presumptively privileged set documents (.5); communications with vendor regarding creation of new search index with removal of repetitive email footer text (.1).	0.7	343.00	21315074
17427	CONNOLLY M	ASSOCIATE	05/02/2019			Incorporate A. Verast's edits into Ducera declaration comments (.5); revise Ducera declaration (1.1); further revise Ducera declaration (.4); draft litigation hold notice for Ducera (1.4).	3.4	1,870.00	21489350
15445	COSENZA T G	PARTNER	05/02/2019			Review of Sun settlement agreement and communications with B. Lennon on same (.7); review and revise 9019 draft and Ducera report (2.4); corr. with J. Waisnor on Sun documents and production issues (.7).	3.8	5,130.00	21316284
18027	HAQ S S	ASSOCIATE	05/02/2019			Review and revise 9019 settlement motion (4.4); corr. w/ K&E, Sun, B. Lennon re: same (2.2); review and revise 9019 declarations (1.8); corr. w/ A. Verost re: same (.6); corr. w/ K&E re: motion to continue standing objection (1.0); corr. with local counsel re filings (1.1); review motion to continue standing (1.1).	12.2	10,858.00	21409550
17585	LENNON B	PARTNER	05/02/2019			Corr. w/ Company, K&E, S. Haq, clients re: settlement negotiations (3.2); revise motion and settlement agreement (5.8).	9.0	12,150.00	21320164
16388	WAISNOR J D	ASSOCIATE	05/02/2019			Review and revise 9019 motion and supporting filings (1.7); corr. with J. Watson regarding document collection (.3); corr. with A. Verost regarding 9019 motion (.3).	2.3	2,357.50	21320531
17212	WATSON J M	LEGAL ASSISTANT	05/02/2019			Multiple corr. with J. Waisnor and Sandline regarding data collection, searching and processing.	0.7	241.50	21320182
16591	ANTONELLO G	ASSOCIATE	05/03/2019			Call with J. Waisnor re: 9019.	0.2	166.00	21328403

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Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00002 INVESTIGATION

Matter Type: BANKRUPTCY

Currency: USD

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Hours	Agreed Rates Amount	For Acct Only
									Index
16238	CHANG H K	ASSOCIATE	05/03/2019			Corr. with J. Waisnor regarding privilege screen draft production (.2); corr. with review team regarding additional privilege screen terms (.1); discussion with J. Watson regarding document collection and transmittal of Shopko re-stamped Sun volumes for transmittal to unsecured creditors committee (.3).	0.6	294.00	21319231
17427	CONNOLLY M	ASSOCIATE	05/03/2019			Revise 9019 Settlement Motion (2.6); Ducera declaration (2.1); and discussing revisions with the team (.4).	5.1	2,805.00	21317193
15445	COSENZA T G	PARTNER	05/03/2019			Follow up on document issues and Sun production (.6); review of draft 9019 papers (1.8); corr. w/ B. Lennon re: Ducera declaration (.4); follow up on Shopko production matters (.4).	3.2	4,320.00	21320084
18027	HAQ S S	ASSOCIATE	05/03/2019			Review and revise settlement agreement (3.1); corr. w/ K&E, clients re: same (1.0); review and revise settlement motion (2.3); review and revise standing objection (1.0); research re corporate governance (.6); prepare filing documents (.4).	8.4	7,476.00	21409454
17585	LENNON B	PARTNER	05/03/2019			Address issues re: settlement (2.8); telephone conferences and correspondence w/ Company, client, K&E re: same (1.7).	4.5	6,075.00	21320273
17450	RYAN E	ASSOCIATE	05/03/2019			Review and revise 9019 Settlement Motion and Declaration.	5.4	2,970.00	21320736
16388	WAISNOR J D	ASSOCIATE	05/03/2019			Discussion with T. Cosenza regarding discovery sought by UCC (.4); review documents to file in support of 9019 motion (1.5); supervise production of documents to UCC and call with UCC counsel (.4).	2.3	2,357.50	21320513
17212	WATSON J M	LEGAL ASSISTANT	05/03/2019			Assist w/ preparation of production.	2.5	862.50	21320151
18027	HAQ S S	ASSOCIATE	05/04/2019			Correspondence w/ A. Verost re: Ducera report.	0.5	445.00	21409704
17427	CONNOLLY M	ASSOCIATE	05/05/2019			Revise Ducera declaration and 9019 motion.	1.5	825.00	21317148
15445	COSENZA T G	PARTNER	05/05/2019			Corr. with B. Lennon on Sun issues and settlement (.4); follow up on 9019 papers and review of revisions of same (.7).	1.1	1,485.00	21320453
18027	HAQ S S	ASSOCIATE	05/05/2019			Correspondence w/ Ducera, K&E re: settlement motion (.8); review and revise settlement motion (1.1); review and revise settlement declaration (1.0).	2.9	2,581.00	21409623



Currency: USD

								For Acct Only	
Id	Name	Title	Work Date	Task Code	Activity Code	Description	Hours	Agreed Rates	Index
								Amount	
17585	LENNON B	PARTNER	05/05/2019			Telephone conference with A. Gallo and C. Wolfe re: settlement.	0.5	675.00	21320181
17450	RYAN E	ASSOCIATE	05/05/2019			Review and revise 9019 settlement motion.	1.0	550.00	21393319
13086	AMBEAULT A	LEGAL ASSISTANT	05/06/2019			Assist w/ preparation of 9019 motion and related pleadings.	0.8	328.00	21393477
16591	ANTONELLO G	ASSOCIATE	05/06/2019			Meet with J. Waisnor, R. Paul, and M. Connolly re: case status and next steps.	0.4	332.00	21328341
17896	BARCH E	LEGAL ASSISTANT	05/06/2019			Circulate settlement motion with exhibits for S. Haq.	0.1	25.00	21324581
16238	CHANG H K	ASSOCIATE	05/06/2019			Review of case team feedback on privilege terms and requesting adjustment to screening terms (0.2); review of updated search term reports (0.2); modifying preproduction set searches and circulating various resulting set sizes (1.0).	1.4	686.00	21324326
17427	CONNOLLY M	ASSOCIATE	05/06/2019			Meeting with J. Waisnor and G. Antonelloto discuss status in Shopko and deposition prep (5); final revisions to 9019 motion and declaration in advance of filing (2.7).	3.2	1,760.00	21489351
15445	COSENZA T G	PARTNER	05/06/2019			Review of Florida litigation against Sun (.8); corr. with B. Lennon on same (.3); review of revised settlement drafts and 9019 papers, including Ducera affidavit (1.3); corr. w/ J. Waisnor on document collection and production (.3); corr. with clients on document preservation and collection (.3); follow up on meeting with Committee and strategy with B. Lennon (.2).	3.2	4,320.00	21323204
17585	LENNON B	PARTNER	05/06/2019			Attention to settlement agreement and motion to approve (7.8); telephone conferences and correspondence w/ K&E, clients, S. Haq and Company re: same (2.7).	10.5	14,175.00	21408817
17450	RYAN E	ASSOCIATE	05/06/2019			Further review and revise Settlement Motion and Declaration.	5.0	2,750.00	21393349
16388	WAISNOR J D	ASSOCIATE	05/06/2019			Corr. with S. Haq regarding update on case (.1); corr. with team regarding document collection (.2); corr. with J. Lula regarding document productions to UCC (.4); team meeting to discuss 9019 process (.4); revise 9019 motion and supporting materials (.6); review recent filing against Sun Capital (.4).	2.1	2,152.50	21352079
16238	CHANG H K	ASSOCIATE	05/07/2019			Assist w/ production of documents.	0.6	294.00	21326380

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Worked 05/01/2019 Thru 06/10/2019

Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00002 INVESTIGATION

Matter Type: BANKRUPTCY

Currency: USD

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Hours	Agreed Rates Amount	For Acct Only
									Index
15445	COSENZA T G	PARTNER	05/07/2019			Corr. with J. Waisnor on status and document collection issues (.3); corr. w/ clients on collection (.2); follow up with B. Lennon on status (.3); corr. with J. Davis and J Waisnor with update (.2); corr. w/ K&E filings (.2).	1.2	1,620.00	21326151
18027	HAQ S S	ASSOCIATE	05/07/2019			Correspondence with internal team re case update.	0.1	89.00	21409433
17585	LENNON B	PARTNER	05/07/2019			Meeting with Kirkland and UCC re: settlement.	3.0	4,050.00	21408958
16388	WAISNOR J D	ASSOCIATE	05/07/2019			Corr. with T. Cosenza regarding 9019 process (.1); address document collection issues (.1).	0.2	205.00	21352069
16238	CHANG H K	ASSOCIATE	05/08/2019			Assist w/ production of documents.	0.9	441.00	21328486
15445	COSENZA T G	PARTNER	05/08/2019			Corr. with B. Lennon on status (.3); corr. w/ J. Waisnor on document collection issues (.1).	0.4	540.00	21328266
16388	WAISNOR J D	ASSOCIATE	05/08/2019			Corr. w/ clients regarding document collection (.6); corr. with MorganLewis regarding UCC productions (.1).	0.7	717.50	21352109
15445	COSENZA T G	PARTNER	05/09/2019			Follow up with J. Waisnor on document requests (.3); corr. w/ clients on Sun informational requests (.2) follow up on settlement issues (.2).	0.7	945.00	21336213
16591	ANTONELLO G	ASSOCIATE	05/10/2019			Corr. with J. Waisnor re: deposition prep (.1); corr. with M. Connolly re: deposition prep (.2); review documents and draft list for deposition prep (1.1).	1.4	1,162.00	21412517
17896	BARCH E	LEGAL ASSISTANT	05/10/2019			Reschedule depositions for S. Haq (.3); catalog collection of documents for J. Waisnor (1.6).	1.9	475.00	21345152
17427	CONNOLLY M	ASSOCIATE	05/10/2019			Corr. w/ G. Antonello about deposition outlines for clients.	0.2	110.00	21333641
15445	COSENZA T G	PARTNER	05/10/2019			Corr. with ML on documents and scheduling (.3); corr. with J. Waisnor on document collection and production issues (.4); corr. with SW and MM on deposition scheduling and case updates (.4); corr. w/ G. Antonello on dep prep outline (.3).	1.4	1,890.00	21336211
18027	HAQ S S	ASSOCIATE	05/10/2019			Review and revise motion to expedite hearing (.8); corr. w/ local counsel re: same (.2).	1.0	890.00	21409554
17585	LENNON B	PARTNER	05/10/2019			Correspondence w/ K&E re: filing of motion to expedite hearing.	0.5	675.00	21409024
16388	WAISNOR J D	ASSOCIATE	05/10/2019			Corr. with G. Antonello regarding ongoing projects.	0.1	102.50	21352089

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Worked 05/01/2019 Thru 06/10/2019

Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Billing Partner: LENNON B

Matter: 00002 INVESTIGATION

Matter Type: BANKRUPTCY

Currency: USD

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Hours	Agreed Rates Amount	For Acct Only
									Index
16591	ANTONELLO G	ASSOCIATE	05/13/2019			Corr.with T. Cosenza and J. Waisnor re: documents for deposition prep (.5); call with J. Waisnor re: same (.1); corr. with E. Barch re: preparation of materials (.4).	1.0	830.00	21412437
17896	BARCH E	LEGAL ASSISTANT	05/13/2019			Prepare deposition prep materials for G. Antonello.	1.5	375.00	21345093
16238	CHANG H K	ASSOCIATE	05/13/2019			Conducting searches in the database to verify production of specific documents.	0.3	147.00	21340075
17427	CONNOLLY M	ASSOCIATE	05/13/2019			Draft deposition outlines for clients.	1.9	1,045.00	21340120
15445	COSENZA T G	PARTNER	05/13/2019			Prepare for meet and confer call (.3); meet and confer call with UCC and K&E (.3); update S. Winograd on same and discuss next steps (.3); discuss settlement strategy with B. Lennon (.2); prepare for S. Winograd deposition prep and review key documents (1.8); corr. w/ K&E, Gibson with J. Waisnor on next steps and update on status (.2); follow up with M. Meghji on deposition issues (.2).	3.3	4,455.00	21344962
17585	LENNON B	PARTNER	05/13/2019			Telephone conferences and correspondence w/ K&E, clients re: settlement negotiations.	1.2	1,620.00	21409083
16388	WAISNOR J D	ASSOCIATE	05/13/2019			Revise standing objection (0.4); discussions with team regarding status of various motions against the UCC (0.4).	0.8	820.00	21358946
16591	ANTONELLO G	ASSOCIATE	05/14/2019			Draft email to J. Stupar re: documents for deposition prep (.6); corr. with J. Waisnor re: same (.2); draft notice of deposition of I. Shaked (1.2); corr. with H. Chang re: documents (.2).	2.2	1,826.00	21412404
16238	CHANG H K	ASSOCIATE	05/14/2019			Confirming production status of certain client report support documents.	0.4	196.00	21347761
15445	COSENZA T G	PARTNER	05/14/2019			Corr. re: deposition scheduling with J. Waisnor and K&E (.4); prepare for upcoming depositions (1.3); corr. w/ G. Antonello re: status and revisions of outlines to deposition prep (1.6).	3.3	4,455.00	21344976
17585	LENNON B	PARTNER	05/14/2019			Participate in settlement negotiations with UCC and Sun.	1.2	1,620.00	21409015
16388	WAISNOR J D	ASSOCIATE	05/14/2019			Corr. with J. Lula regarding 9019 motion (.4); corr. with T. Cosenza regarding trial preparation (.2).	0.6	615.00	21358924
16591	ANTONELLO G	ASSOCIATE	05/15/2019			Correspond with E. Barch re: deposition prep index.	0.5	415.00	21412536

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Matter Type: BANKRUPTCY

Currency: USD

Currency: USD

									For Acct Only
Id	Name	Title	Work Date	Task Code	Activity Code	Description	Hours	Agreed Rates	Index
								Amount	
17896	BARCH E	LEGAL ASSISTANT	05/15/2019			Reschedule depositions for J. Waisnor (.1); Compile deposition prep materials for G. Antonello (1.6)	1.7	425.00	21347987
17427	CONNOLLY M	ASSOCIATE	05/15/2019			Coordinate deposition prep for S. Winograd (.2); draft deposition outline for S. Winograd and M. Meghji (2.8).	3.0	1,650.00	21489352
15445	COSENZA T G	PARTNER	05/15/2019			Follow up on deposition scheduling with clients (.4); follow up with J. Waisnor on possible hearing issues and depositions (.3); follow up on outline for depositions (1.1); corr. w/ B. Lennon on next steps (.2); follow up on settlement issues (.2).	2.2	2,970.00	21354873
17585	LENNON B	PARTNER	05/15/2019			Correspondence with team re status of UCC/Sun negotiations.	0.5	675.00	21408905
17896	BARCH E	LEGAL ASSISTANT	05/16/2019			Reschedule depositions for J. Waisnor.	0.2	50.00	21355216
15445	COSENZA T G	PARTNER	05/29/2019			Corr. w/ WFG, K&E re: follow up from hearing (.4); call with B. Lennon on hearing and strategy (.3); follow up with J. Waisnor re: same (.2).	0.9	1,215.00	21382836
16591	ANTONELLO G	ASSOCIATE	05/30/2019			Research in connection with settlement and draft summary to J. Waisnor (3.4); calls with J. Waisnor re: same (.6).	4.0	3,320.00	21412566
			05/31/2019			Draft email to T. Cosenza re: research in connection with settlement.	0.4	332.00	21412416
TOTAL 126133.00002							165.1	158,586.50	
TOTAL							165.1	158,586.50	

**MATTER COST DETAIL**

Case 19-80064-TLS Doc 1643 Filed 07/01/19 Entered 07/01/19 11:42:14 Desc Main

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Run Date &amp; Time: 6/28/2019 11:40:23AM

Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Matter: 00002 INVESTIGATION

Currency: USD

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Worked 05/01/2019 Thru 06/10/2019

Billing Partner: LENNON B

Matter Type: BANKRUPTCY

Currency: USD

						For Accounting Only		
Cost Category	Code	Tran Date	Vendor Name / Incurred By Transaction Detail		Cost Amount	Batch Date	Batch Id	Index
Taxi, Car Service, &	6020	05/14/2019	Todd Cosenza	COSENZA	19.75	06/04/2019	386197	12842545
			Taxi, Car Service, & Parking - Todd Cosenza					
			TOTAL 6020		19.75			
Messenger	6060	05/07/2019	NPD Logistics LLC	WAISNOR	44.93	06/25/2019	387204	12859454
			Messenger					
			TOTAL 6060		44.93			
			TOTAL MATTER		64.68			

**MATTER TIME DETAIL**

Run Date &amp; Time: 6/28/2019 11:40:23AM

Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Matter: 00004 FEE STATEMENTS AND APPLICATIONS

Currency: USD

Worked 05/01/2019 Thru 06/10/2019

Billing Partner: LENNON B

Matter Type: BANKRUPTCY

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	For Acct Only
									Index
17450	RYAN E	ASSOCIATE	05/15/2019			Draft Ducera fee application.	3.0	1,650.00	21393310
			05/16/2019			Draft Ducera retention application.	4.2	2,310.00	21393294
18027	HAQ S S	ASSOCIATE	05/24/2019			Correspondence w/ A. Verost re: Ducera retention application.	0.8	712.00	21409487
17450	RYAN E	ASSOCIATE	05/24/2019			Correspondence with S. Haq re: revisions to the Ducera fee application.	0.2	110.00	21393281
			05/28/2019			Revised Ducera final fee application for S. Haq.	2.5	1,375.00	21393306
18027	HAQ S S	ASSOCIATE	05/29/2019			Review and revise Ducera retention application.	1.8	1,602.00	21409450
			05/30/2019			Review and revise Ducera retention application (2.4); correspondence w/ A. Verost re: same with Ducera team (.3); correspondence re: same with internal team (.2).	2.9	2,581.00	21409427
17450	RYAN E	ASSOCIATE	05/30/2019			Reviewed and revised Ducera fee application for S. Haq.	0.6	330.00	21393311
TOTAL 126133.00004							16.0	10,670.00	
TOTAL							16.0	10,670.00	

**MATTER TIME DETAIL**

Run Date &amp; Time: 6/28/2019 11:40:23AM

Client: 126133 SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SHOPKO

Matter: 00007 NON-WORKING TRAVEL

Currency: USD

Worked 05/01/2019 Thru 06/10/2019

Billing Partner: LENNON B

Matter Type: BANKRUPTCY

Id	Name	Title	Work Date	Task Code	Activity Code	Description	Worked Hours	Standard Rates Amount	For Acct Only
									Index
17585	LENNON B	PARTNER	05/27/2019			Travel to Omaha (2.5 of 5.0).	2.5	3,375.00	21408839
15445	COSENZA T G	PARTNER	05/29/2019			Travel from Omaha to New York.	2.9	3,915.00	21464100
17585	LENNON B	PARTNER	05/29/2019			Travel to NYC. (3.5 of 7.0).	3.5	4,725.00	21408813
			06/06/2019			Travel to Omaha (2.5 of 5.0).	2.5	3,375.00	21486091
17450	RYAN E	ASSOCIATE	06/06/2019			Travel to Omaha (2.5 of 5.0).	2.5	1,375.00	21457830
17585	LENNON B	PARTNER	06/07/2019			Travel to NY (3.0 of 6.0).	3.0	4,050.00	21485634
17450	RYAN E	ASSOCIATE	06/07/2019			Travel from Omaha to NY (2.2 of 4.5).	2.2	1,210.00	21457813
<b>TOTAL 126133.00007</b>							<b>19.1</b>	<b>22,025.00</b>	
<b>TOTAL</b>							<b>19.1</b>	<b>22,025.00</b>	